



**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST**

THE HONOURABLE MR.

)

THURSDAY, THE 13<sup>TH</sup>

JUSTICE NEWBOULD

)

DAY OF SEPTEMBER, 2012

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**IN THE MATTER OF THE COMPANIES' CREDITORS  
ARRANGEMENT ACT, R.S.C. 1985, c. C-36, AS AMENDED**

**AND IN THE MATTER OF A PLAN OF COMPROMISE  
OR ARRANGEMENT OF CINRAM INTERNATIONAL  
INC., CINRAM INTERNATIONAL INCOME FUND, CII  
TRUST AND THE COMPANIES LISTED IN SCHEDULE  
"A"**

Applicants

**ORDER  
(Stay Extension)**

THIS MOTION, made by Cinram International Inc., Cinram International Income Fund, CII Trust and the companies listed in Schedule "A" hereto (collectively, the "Applicants"), pursuant to the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c. C-36, as amended (the "CCAA") was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the Third Report of FTI Consulting Canada Inc. in its capacity as Court-appointed Monitor (the "Monitor") dated September 9, 2012 (the "Monitor's Third Report"), and on hearing the submissions of counsel for the Applicants and Cinram International Limited Partnership (together with the Applicants, the "CCAA Parties"), the Monitor, the Pre-Petition First Lien Agent (as defined in the Initial Order) and the Pre-Petition Second Lien Agent (as defined in the Initial Order), and no one appearing and making submissions for any other person served with the Motion Record, although properly served as appears from the affidavit of Susan Slaney sworn September 7, 2012, filed,

**SERVICE**

1. THIS COURT ORDERS that the time for service of the Notice of Motion, the Monitor's Third Report and the Motion Record is hereby abridged and validated so that this Motion is properly returnable today and hereby dispenses with further service thereof.

**CAPITALIZED TERMS**

2. THIS COURT ORDERS that unless otherwise indicated or defined herein, capitalized terms have the meaning given to them in the Monitor's Third Report.

**EXTENSION OF THE STAY PERIOD**

3. THIS COURT ORDERS that the Stay Period (as defined in the Initial Order) be and is hereby extended to 11:59 p.m. on October 26, 2012.

**SEALING**

4. THIS COURT ORDERS that pursuant to Section 10(3) of the CCAA the cash flow forecast attached as Appendix "A" to the Monitor's Third Report be sealed and not form part of the public record, but rather shall be placed separate and apart from all other contents of the Court file, in a sealed envelope attached to a notice that sets out the title of these proceedings and a statement that the contents are subject to a sealing order and shall only be opened upon further Order of this Court.

**RECOGNITION**

5. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada, in the United States or in any other foreign jurisdiction, to give effect to this Order and to assist the CCAA Parties, the Monitor and their respective agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the CCAA Parties and to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order, to grant representative

status to Cinram International ULC in any foreign proceeding, or to assist the CCAA Parties and the Monitor and their respective agents in carrying out the terms of this Order.

6. THIS COURT ORDERS that each of the CCAA Parties and the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order and any other Order issued in these proceedings.

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ENTERED AT / INSCRIT A TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO.:

SEP 13 2012

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## **SCHEDULE A**

### **Additional Applicants**

Cinram International General Partner Inc.

Cinram International ULC

1362806 Ontario Limited

Cinram (U.S.) Holding's Inc.

Cinram, Inc.

IHC Corporation

Cinram Manufacturing LLC

Cinram Distribution LLC

Cinram Wireless LLC

Cinram Retail Services, LLC

One K Studios, LLC

AND IN THE MATTER OF A PLAN OF COMPROMISE OR ARRANGEMENT OF  
CINRAM INTERNATIONAL INC., CINRAM INTERNATIONAL INCOME FUND, CII  
TRUST AND THE COMPANIES LISTED IN SCHEDULE "A"

Applicants

**ONTARIO  
SUPERIOR COURT OF JUSTICE-  
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Proceeding commenced at Toronto

**ORDER**

**GOODMANS LLP**

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